

RECORDATION NO. 22462-C FILED

FIRST UNION RAIL

NOV 18 '04 3-00 PM

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

November 16, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22462.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade Warehouse, Inc.
1625 Front Street
Salem, OR 97303

A description of the railroad equipment covered by the enclosed document is sixty (60) 73' centerbeam flat cars, with car numbers NOKL 734250 - 734309, inclusive.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Susan Grokulsky
Manager of Documentation

Enclosures

(CAWI008)



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ASSGN. NO. CAWI008

NOV 18 '04 3-00 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD 1st

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st of August, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade Warehouse, Inc (Lessee).

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 23, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 9, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Domagowski
Name: K. A. Domagowski
Title: DIRECTOR OF DOCUMENTATION
By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 1st day of Aug., 2003

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of August, 2003.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

CASCADE WAREHOUSE, INC.

By: Scott W Cant

Name: Scott W Cantonwine

Title: President / CEO

ATTEST:

By: Thomas G. Martin

Name: THOMAS G. MARTIN

Title: VICE PRESIDENT

Executed on this 23rd day of July, 2003.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Marion

I, Georgian Bridger, a Notary Public of the County and State aforesaid, certify that Scott W Cantonwine personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of July, 2003

Georgian Bridger
Notary Public

Commission Expires:

8 4 03

(Notary Public)

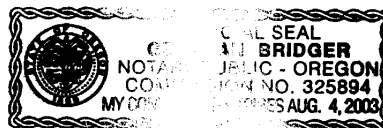


EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Sixty (60)

- II. DESCRIPTION OF CARS: New 73' Centerbeam Flatcars, 286,000 lb. capacity, built by National Steel Car Company

- III. CAR NUMBERS: NOKL 734250 – 734309, inclusive